

1. The Council

a) Statement of Primary Responsibilities of the Council

The powers of the Council are conferred by Article IV of the Charter and Statute VI.

The primary responsibilities are:

- (i) The determination of the educational character and mission of the University and for oversight of its activities;
- (ii) The effective and efficient use of its resources, the solvency of the institution and the safeguarding of its assets;
- (iii) Approving annual estimates of income and expenditure;
- (iv) The appointment of, grading, suspension, dismissal and determination of the pay and conditions of service of the Vice-Chancellor and the Clerk to the Council, and approving the appointment of the Senior Provost and Pro Vice-Chancellors;
- (v) Setting a framework of pay and conditions for all other staff;
- (vi) The appointment of external and internal auditors (the Audit & Risk Management Committee will make recommendations to the Council on the appointment and Terms of Engagement of the internal audit service – Terms of Reference are included as Appendix 2[b]).

b) Size and Composition of the Council

The Council of the University shall consist of the following members:

- The Chair of the Council who shall also be the Vice-President of the University;
- The Vice-Chancellor;
- Not more than 2 (two) student representatives nominated by the Student Body;
- Not more than 4 (four) members of the Academic Staff elected by the Senate;
- Not more than 2 (two) members of non-Academic Staff;
- Not more than 16 (sixteen) members or such number not being employees, students or members of the University.

The total number of the Council members shall not exceed 26 (twenty-six).

c) Nomination, Election and Co-option of Members of the Council

- (i) The initial appointment of independent members and Chairs of Standing Committees to the Council of the University of Wales: Trinity Saint David under its new Supplemental Charter (2012) will be made by the Council of the University of Wales: Trinity Saint David, operating under the 2010 Charter, and by the Governing Body of the Higher Education Corporation, Swansea Metropolitan University. This will be ratified by the new Council of University of Wales: Trinity Saint David at its inaugural meeting.

- (ii) Nominations to fill any subsequent vacancies for independent members of the Council shall be based on the deliberations of the new Council with regard to requisite skills, experience and constituency, as well as the timing of any subsequent appointments, not least to ensure that there is overlap between appointments such that new skills and experience are available to support the Council in line with recommended best practice (Newcomb Report).
- (iii) The process for making any new appointments will be managed by the Clerk to the Council consistent with the process for managing any vacancy, i.e. nominations and applications received will be considered by the Nominations & Governance Committee which will submit recommendations for approval to the Council.
- (iv) In addition, individuals, either through nomination or a process of application (as appropriate to the requirement), may be co-opted on to Standing Committees. Co-opted members will be appointed based on their particular experience and/or expertise further to a need identified by the Council (or Chair or Vice-Chair acting under delegated powers) and/or a recommendation from the Vice-Chancellor, which shall be supported by the Chair and endorsed by the Council, as appropriate.
- (v) Any person who is employed at the University (whether or not as an academic) or who is a student at the University is not eligible for appointment as an independent member of the Council.
- (vi) Where a vacancy for an independent member of the Council will occur within a 12 (twelve) month period, the Council will either reappoint the current incumbent or appoint a new member of the Council, at least 2 (two) months but no more than 8 (eight) months before the expiry of the term of office of the current member of the Council.
- (vii) Where a vacancy arises other than due to the expiry of the term of office of a Council member, the Council shall approve the appointment of a successor within 4 (four) months of the vacancy occurring.
- (viii) It shall be for the Council to determine any question as to whether any person is qualified in accordance with the provisions of these Ordinances for appointment as a member of the Council of any description or category.